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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
THE MACKE COMPANY

The Macke Company, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law," approved March 10, 1899, and the Acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on October 15, 1934 and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware on October 15, 1934, and of which the most recent Amendment thereto was filed and recorded in such offices on August 20, 1965, does hereby certify:

ITEM ONE: That at a meeting of the Board of Directors of The Macke Company, duly held and convened on November 29, 1965, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of The Macke Company as follows:

RESOLVED: That the Certificate of Incorporation of The Macke Company, as heretofore amended, shall be further amended by:

a. Changing each of the issued and outstanding shares of the Class A Common Stock, \$1.00 par value, of The Macke Company into two shares and each of the issued and outstanding shares of the Class B Common Stock, \$1.00 par value, of The Macke Company into two shares, such change to be effective at the close of business on the date the Certificate of Amendment is filed with the Secretary of State of the State of Delaware, by transferring One Dollar (\$1.00) from the paid-in surplus account to the capital stock account for each additional share of Class A Common or Class B Common Stock issued pursuant to such change.

b. Amending Article FOURTH of the Certificate of Incorporation under which the Corporation was formed to reflect the two-for-one stock split as set forth above so that unnumbered paragraph 1, numbered subparagraph 1 thereof, and unnumbered paragraphs 2, 5 and 6 of Article FOURTH shall read as follows:

FOURTH. [1] The Corporation shall be authorized to issue two (2) classes of capital stock. Both of such classes shall be Common Stock. The amount of the total authorized Common Stock of the Corporation shall be Three Million Eight Hundred Eighty-Six Thousand One Hundred Sixteen Dollars (\$3,886,116), divided into Three Million Eight Hundred Eighty-Six Thousand One Hundred Sixteen (3,886,116) shares, par value One Dollar (\$1.00) per share. Of such shares of Common Stock

(A) Three Million Five Hundred Thousand (3,500,000) shares shall be Class A shares; and

- (B) Three Hundred Eighty-Six  
Thousand One Hundred Sixteen  
(386,116) shares shall be  
Class B shares.

Of such 386,116 Class B shares

- (1) 96,534 shares shall be  
Series B-7 shares;
- (2) 96,534 shares shall be  
Series B-8 shares;
- (3) 96,534 shares shall be  
Series B-9 shares; and
- (4) 96,514 shares shall be  
Series B-10 shares.

Class A shares and Class B shares shall be  
alike and equal in all respects except that  
Class B shares shall be subject, for vary-  
ing periods of time, to certain restrictions  
and limitations on dividends and sale. The  
restrictions and limitations to which Class  
B shares shall be subject are as follows:

(1) Restrictions and Limitations on  
Dividends. Cash dividends shall not be  
declared in any calendar year on Class B  
shares unless and until cash dividends in  
the amount of Seventeen and One-Half Cents  
(\$0.17½) per share have been declared in  
such year on Class A shares; provided,  
however, that such dividend rights of  
Class A shares shall not be cumulative.  
After cash dividends in the amount of  
Seventeen and One-Half Cents (\$0.17½)  
per share have been declared in any  
calendar year on Class A shares, any  
additional cash dividends declared in  
such year shall be declared equally on  
all shares regardless of class.

\* \* \* \*

[2] Class B shares shall be subject to the aforesaid restrictions and limitations on dividends and sale only until the date set forth in the following table opposite the designation of the particular series of which the shares are a part. On such date the aforesaid restrictions and limitations on dividends and sale shall wholly terminate and cease to operate with respect to the shares of such particular series, and thereafter the shares of such particular series shall be alike and equal in all respects to Class A shares.

| <u>Class B Shares</u> | <u>Date on Which Restrictions and Limitations Shall Terminate</u> |
|-----------------------|---|
| Series B-7            | December 31, 1966   |
| Series B-8            | December 31, 1967   |
| Series B-9            | December 31, 1968   |
| Series B-10           | December 31, 1969   |

\* \* \* \*

[5] Unrestricted Class B Shares which have been surrendered and exchanged pursuant to these provisions shall be cancelled and retired. The Corporation's authorized common stock shall be reduced by the number of such Class B shares which are cancelled.

[6] Of the Three Million Five Hundred Thousand (3,500,000) Class A shares presently authorized, Three Hundred Eighty-Six Thousand One Hundred Sixteen (386,116) Class A shares shall be reserved for issuance in exchange for Unrestricted Class B Shares.

ITEM TWO: That at the aforesaid meeting of the Board of Directors of The Macke Company, duly held and convened on

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November 29, 1965, a resolution was duly adopted calling for the annual meeting of stockholders of The Macke Company; that such annual meeting was duly called and held in accordance with law and the By-Laws of The Macke Company, at The National Bank of Washington, 619 14th Street, N.W., Washington, D. C., on the 15th day of February, 1966 at 11:00 a.m.; that each shareholder was timely mailed a notice of such stockholders' meeting, to which notice was attached a copy of the proposed amendment to the Certificate of Incorporation as adopted by the Board of Directors at its meeting of November 29, 1965; that at such annual meeting stockholders of The Macke Company holding 634,138 shares of the Corporation's Class A Common Stock, of which 781,069 were issued and outstanding, were present in person or by proxy, and persons holding 192,543 shares of the Corporation's Class B Common Stock, of which 193,058 shares were issued and outstanding, were present in person or by proxy; that at such annual meeting a vote of the stockholders, by ballot, in person or by proxy, was duly taken for and against the foregoing proposed amendment of the Certificate of Incorporation of The Macke Company; that such vote was duly conducted by C. Wesley La Blanc and Lawrence A. Miller, the two judges appointed for that purpose; that the judges have certified the vote of the stockholders entitled to vote on such

amendment as follows:

|         |   |
|---------|---|
| 633,515 | Class A shares FOR the proposed amendment     |
| 623     | Class A shares AGAINST the proposed amendment |
| 192,543 | Class B shares FOR the proposed amendment     |
| No      | Class B shares AGAINST the proposed amendment |

and that the proposed amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of Delaware, as amended.

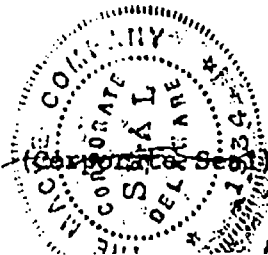
ITEM THREE: That the capital of The Macke Company will not be reduced under or by reason of the aforesaid amendment of its Certificate of Incorporation.

IN WITNESS WHEREOF, The Macke Company has caused its corporate seal to be hereunto affixed and this Certificate of Amendment to be signed by Aaron Goldman, its President, and Lawrence A. Miller, its Secretary, this 15th day of February, 1966.

THE MACKE COMPANY

By Aaron Goldman  
Aaron Goldman, President

By Lawrence A. Miller  
Lawrence A. Miller, Secretary



IN WITNESS WHEREOF, I have hereunto set my hand and seal  
of office on the day and year aforesaid.



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